

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 0001 through 0107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 15th day of March, 2000 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of a shallow distributed vertical anode bed at pipeline milepost (PLMP) 18.7 and two semi-deep well anode systems in the vicinity of PLMPs 47.2 and 67.8. These systems are designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection of the buried Trans-Alaska Pipeline System between PLMPs 17 and 73.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Barrow Recording District described as:

PLMP 18.7:

Township 8 North, Range 14 East, Umiat Meridian, Alaska.

Those lands lying within the SW4 of Section 33 near PLMP 18.7 as depicted on the drawing submitted after the application dated 6/99 and labeled "CATHODIC PROTECTION CABLE INSTALLATION PIPELINE MP 18.7", Sheets 1 and 2.

Containing 13.0 acres, more or less.

PLMP 47.2:

Township 3 North, Range 14 East, Umiat Meridian, Alaska.

Those lands lying within the NW4 of Section 23 near PLMP 47.2 as depicted on the drawing submitted after the application dated 6/99 and labeled "CATHODIC PROTECTION CABLE INSTALLATION PIPELINE MP 47.2", Sheets 1 - 4.

Containing .0 acres, more or less.

PLMP 67.8:

Township 1 South, Range 14 East, Umiat Meridian, Alaska.

Those lands lying within the SE4 of Section 22 near PLMP 67.8, the E2 of Section 27 along the TAPS right-of-way, and the NE4 of Section 34 near PLMP 69 as depicted on the drawings submitted after the application labeled "CATHODIC PROTECTION CABLE INSTALLATION PIPELINE MILEPOST 67.8". Sheets 1 – 4.

Containing 7.0 acres, more or less.

Aggregating 31.0 acres, more or less.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the cathodic protection systems after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit as-built drawings of each system for the Commissioner's approval. The as-built drawings will tie the systems to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-builts, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal descriptions.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



John Shively
Commissioner
Department of Natural Resources



Alyeska Pipeline Service Company
Agent for

Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

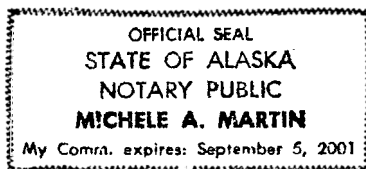
STATE OF ALASKA

THIRD JUDICIAL DISTRICT

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THIS IS TO CERTIFY that on the 15th day of December, 1999, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.



Michele A. Martin
Notary Public in and for the State of Alaska
My Commission expires 9-05-01

STATE OF ALASKA

FIRST
~~THIRD~~ JUDICIAL DISTRICT

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) ss.
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THIS IS TO CERTIFY that on the 1st day of March, 2000, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

Sharon Frenning
Notary Public in and for the State of Alaska
My Commission expires 5-24-03